

BINGHAM

2012-427C
241082

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

December 13, 2012

Via Overnight Courier

Jocelyn Boyd, Chief Clerk
South Carolina Public Service Commission
Saluda Building
101 Executive Center Drive
Columbia, SC 29210

RECEIVED
2012 DEC 14 AM 10:08
SC PUBLIC SERVICE
COMMISSION

Re: Notification of CTC Communications Corp., DeltaCom, LLC f/k/a DeltaCom, Inc., EarthLink Carrier, LLC f/k/a Interstate FiberNet, Inc., and EarthLink Business, LLC f/k/a New Edge Network, Inc. Regarding Certain *Pro Forma* Intra-Company Changes

Dear Ms. Boyd:

CTC Communications Corp. d/b/a EarthLink Business ("CTC"), DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business) ("DeltaCom"), EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. d/b/a EarthLink Carrier) ("IFN"), and EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business) ("New Edge")¹ (collectively, the "Parties"), by their undersigned counsel, hereby notify the South Carolina Public Service Commission ("Commission") of certain *pro forma* intra-company changes described in more detail below. The Parties are all indirect subsidiaries of EarthLink, Inc. ("EarthLink"), and the *pro forma* intra-company changes described herein are being undertaken to consolidate the EarthLink corporate structure and realign EarthLink's operating units to eliminate unnecessary and cumbersome intermediate companies in the EarthLink corporate structure and to assure that customer service is maximized by aligning the services with the experienced account and operations teams focused on particular lines of business.²

¹ As will be described in more detail below, DeltaCom, IFN and New Edge have recently changed their corporate form to become limited liability companies ("LLCs") and IFN and New Edge have changed their corporate names. The Parties hereby provide notice of those changes, and to the extent necessary, request approval of the name changes. Because the Commission's records currently reflect IFN's and New Edge's former corporate name, for purposes of avoiding any confusion, the Parties refer to IFN and New Edge by their former names throughout this filing.

² The *pro forma* intra-company changes that are the subject of this filing are part of a series of *pro forma* intra-company changes to simplify EarthLink's corporate structure and realign EarthLink's operating units. While the *pro forma* intra-company changes that are the subject of this filing are expected to be completed by the end of the fourth quarter of 2012,

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

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+1.202.373.6001
bingham.com

A/75184055.5

Subject to regulatory approvals, EarthLink and the Parties must complete these *pro forma* intra-company changes that are the subject of this filing no later than the end of the fourth quarter of 2012 in order to achieve significant administrative savings that will enable the Company to compete even more vigorously in the provision of telecommunications services to the benefit of consumer and business customers. It is the Parties' understanding that Commission approval is not required to complete the *pro forma* intra-company changes described herein. To the extent Commission action is needed with respect to the conversion and name changes described herein, the Parties request that the Commission act as soon as possible.

In support, the Parties provide the following information:

Introduction

Over the past several years, EarthLink has acquired a number of existing telecommunications businesses that either themselves or through one or more operating subsidiaries, held federal and state authorizations and certificates to provide interstate and intrastate telecommunications services. A number of these acquired companies were themselves combinations of multiple existing communications businesses and therefore had more than one licensed operating entity. As a result of these acquisitions, the corporate structure of EarthLink is extremely complex, with over 50 separate entities, many of whose services and service areas overlap. All of the entities providing interstate or intrastate telecommunications services (with the exception of IFN) currently transact business, and hold themselves out to the public, under the legal or trade name "EarthLink Business." IFN, a wholesale telecommunications services provider, does business as "EarthLink Carrier." A chart depicting the current corporate organizational chart of EarthLink and its subsidiaries is provided as Exhibit A.

EarthLink intends to simplify its existing corporate structure in a way that streamlines the number of companies offering duplicative services and holding duplicative licenses through a combination of steps, including the conversion of certain of the entities to limited liability companies, the change of the legal name of certain of the entities, the merger of certain of the entities, and the realignment and transfer of certain assets to consolidate services within the appropriate business units. A chart depicting the corporate organizational structure of EarthLink upon completion of these various *pro forma* intra-company changes is provided as Exhibit B. This simplified corporate structure will reduce the reporting and accounting burdens of EarthLink and provide operational efficiencies, and will make it easier for EarthLink to market services through business units that focus on defined service and customer segments thus allowing each business unit to target its sales, operations, customer service and management teams on

some of the other *pro forma* intra-company changes will take place in 2013 due to the complexity of the operational changes that will be necessitated with the intra-company changes. To the extent required, the Parties, and/or affiliates of the Parties, will submit additional filings with respect to those future *pro forma* intra-company changes.

those service and customer segments. The instant intra-company changes will also realign certain operating and other assets to the business unit that they support.

Description of the Parties

EarthLink is a publicly traded Delaware corporation (NASDAQ: ELNK) with a principal business office at 1375 Peachtree Street, Atlanta, Georgia 30309. EarthLink is a provider of Internet Protocol (IP) and telecommunications infrastructure and services to other telecommunications carriers, businesses, enterprise organizations and individual customers across the United States. Over the past 6 years, EarthLink has completed the acquisition of a number of telecommunications companies including New Edge Networks (2006), ITC^DeltaCom (2010) (includes the Interstate FiberNet, DeltaCom and Business Telecom entities), and One Communications (2011) (includes the Connecticut Telephone and Communications Systems, CT Broadband, CTC Communications, Lightship Telecom, US Xchange, Choice One Communications, and Conversent Communications entities), which has resulted in a very complicated corporate structure. As noted above, all of the above acquired companies, and each of their subsidiary companies, with the exception of IFN and various unregulated operating entities and holding companies, operate under the legal or trade name EarthLink Business. In South Carolina, EarthLink has five subsidiaries that are authorized to provide telecommunications services: Business Telecom, Inc. d/b/a EarthLink Business ("BTI"),³ CTC,⁴ DeltaCom,⁵ IFN⁶ and New Edge⁷ (collectively, the "SC Certificated Entities"). BTI is a North Carolina corporation;

³ BTI is authorized to provide local exchange and interexchange telecommunications services pursuant to certificates granted in Docket Nos. 88-627-C and 97-468-C. BTI is not affected by the *pro forma* intra-company changes that are the subject of this Notice, but is expected to participate in future *pro forma* intra-company changes, at which time BTI will make the necessary filing(s).

⁴ CTC is authorized to provide resold interexchange telecommunications services pursuant to Order No. 96-241 issued in Docket No. 95-1052-C.

⁵ DeltaCom is authorized to provide local exchange and interexchange telecommunications services pursuant to certificates granted in Docket Nos. 95-1208-C and 96-314-C. DeltaCom requests that its name in the Commission's records be changed to "DeltaCom, LLC d/b/a EarthLink Business" to reflect its conversion to a limited liability company. A copy of DeltaCom's conversion documents and authority to transact business in South Carolina are provided as Exhibit D and DeltaCom's registration of trade name will be provided upon receipt.

⁶ IFN is authorized to provide interexchange telecommunications services pursuant to a certificate granted in Docket No. 94-424-C. IFN requests that its name in the Commission's records be changed to "EarthLink Carrier, LLC" to reflect its conversion to a limited liability company and name change. A copy of IFN's conversion and name change documents and authority to transact business in South Carolina are provided as Exhibit E.

⁷ New Edge is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services pursuant to Order No. 2000-0081 issued in

CTC is a Massachusetts corporation; DeltaCom is an Alabama limited liability company as a result of its conversion from an Alabama corporation; IFN is a Delaware limited liability company as a result of its conversion from a Delaware corporation; and New Edge is a Delaware limited liability company as a result of its conversion from a Delaware corporation. An organization chart depicting the corporate organizational structure of the SC Certificated Entities and their direct and indirect parent companies (but not affiliates) before and after the *pro forma* intra-company changes is appended hereto as Exhibit C.

Additional information regarding EarthLink, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://www.earthlink.net/about/investor/>.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

For the Parties:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With copies to:

Paula Foley
Regulatory Affairs Counsel
EarthLink Business
5 Wall Street
Burlington, MA 01803
781-362-5713 (tel)
781-362-1313 (fax)
pfoley@corp.earthlink.com

Description of Pro Forma Intra-Company Changes

EarthLink has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial and customer perspective by reducing its over 50 subsidiaries as much as possible. The *pro forma* intra-company changes described below that are the subject of this Notice are part of these streamlining efforts. As part of this process, EarthLink will also align its various services to business units that will be able to maximize the product mix and level of service to the needs of particular customer segments. As a result, certain assets and customers will be reallocated between the business units. Once the various *pro forma* intra-company changes are completed,

Docket No. 1999-419-C. New Edge requests that its name in the Commission's records be changed to "EarthLink Business, LLC" to reflect its conversion to a limited liability company and name change. A copy of New Edge's conversion and name change documents and authority to transact business in South Carolina are provided as Exhibit F.

EarthLink expects that its customer and service segments will be aligned with business units dedicated to Consumer Services, Business Services, IT Services and Carrier Services.

- EarthLink Consumer Services operates as an Internet service provider, providing nationwide Internet access and related value-added services to individual and small business customers. EarthLink's consumer service offerings are narrowband and broadband (high speed) Internet access, search, advertising and VoIP services. EarthLink provides its portfolio of services to approximately 1.5 million customers through a nationwide network of dial-up points of presence and a nationwide broadband footprint.
- EarthLink Business provides nationwide IP network solutions, integrated voice, mobile and data services and related value-added services to businesses of all sizes and across industries including finance, retail, healthcare and government.
- EarthLink Carrier provides wholesale services, including IP, capacity and voice services, to carrier and wholesale customers.
- EarthLink IT Services provides managed security, virtualization, managed desktop support, data center and cloud services.

The Parties hereby provide notice of the various intra-company changes that resulted, or will result, in:

- (1) EarthLink Business Holdings, LLC (f/k/a EarthLink Business, LLC) becoming the new direct parent company of New Edge;⁸
- (2) New Edge converting from a Delaware corporation to a Delaware limited liability company and immediately changing its name to EarthLink Business, LLC;
- (3) New Edge becoming the new direct parent company of CTC;⁹
- (4) IFN converting from a Delaware corporation to a Delaware limited liability company and immediately changing its name to EarthLink Carrier, LLC;

⁸ This will result from the merger of New Edge Holding, LLC (f/k/a New Edge Holding Company), New Edge's current direct parent, with and into EarthLink Business Holdings, LLC, whereupon the separate existence of New Edge Holding, LLC will cease and EarthLink Business Holdings, LLC will be the surviving entity.

⁹ This will result from the merger of One Communications Corp. d/b/a EarthLink Business, CTC's current direct parent, with and into New Edge, whereupon the separate existence of One Communications Corp. d/b/a EarthLink Business will cease and New Edge will be the surviving entity.

- (5) DeltaCom converting from an Alabama corporation to an Alabama limited liability company; and
- (6) ITC^DeltaCom, Inc. ("ITC^DeltaCom") becoming the new direct parent of DeltaCom.¹⁰

In addition, the Parties expect that DeltaCom will transfer certain wholesale network assets and customers to IFN. DeltaCom and IFN will make a separate filing with respect to that *pro forma* intra-company change. Charts depicting the corporate organizational structure of EarthLink and its subsidiaries before and after these *pro forma* intra-company changes are appended hereto as Exhibits A and B (*see also* Exhibit C, depicting the corporate organization of the SC Certificated Entities and their direct and indirect parent companies).

The *pro forma* intra-company changes have not, and will not, result in any change to the ultimate ownership of any of the SC Certificated Entities. The conversions of DeltaCom, IFN and New Edge to limited liability companies were merely changes in their corporate form – the conversions were accomplished through “check-the-box” filings in the applicable state(s) and did not entail any merger or other transactions that extinguish the existence of DeltaCom, IFN or New Edge, and the names under which each of these entities conducts business have not changed.¹¹ As a result, the customers of New Edge and DeltaCom continue to be served by the same entities from whom they previously obtained service and continue to receive invoices for services from EarthLink Business¹² and the customers of IFN continue to be served by the same entity from whom they previously obtained service and continue to receive invoices for services from EarthLink Carrier. Moreover, the customers of the SC Certificated Entities continue to receive services from EarthLink Business or EarthLink Carrier under the same rates, terms and conditions of service as provided by EarthLink Business or EarthLink Carrier before the changes. Accordingly, the conversions and name changes of DeltaCom, IFN and New Edge have been, and the other *pro forma* intra-company changes will be, transparent to the customers of EarthLink Business and EarthLink Carrier.

With regard to the conversion and name changes, DeltaCom, IFN and New Edge are providing evidence of their amended registration with the South Carolina Secretary of State and separately will file with the Commission updated tariffs.

¹⁰ This will result from IFN distributing its membership interests in DeltaCom to ITC^DeltaCom.

¹¹ As described above, New Edge no longer uses a d/b/a of EarthLink Business, since New Edge’s legal name is now EarthLink Business, LLC as a result of its name change. Similarly, IFN no longer uses a d/b/a of EarthLink Carrier, since IFN’s legal name is EarthLink Carrier, LLC as a result of its name change.

¹² As stated above, the wholesale customers of DeltaCom will be transferred to IFN and will receive invoices from EarthLink Carrier upon completion of that transfer.

Public Interest Considerations

The Parties submit that the *pro forma* intra-company changes described herein are in the public interest. The *pro forma* changes will simplify EarthLink's existing corporate structure and thereby reduce its reporting and accounting burdens and provide other operational efficiencies. The *pro forma* changes will also allow EarthLink's business units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, EarthLink and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

Furthermore, the *pro forma* changes will be virtually transparent to customers and will not result in any change in their services. Since all affected customers are already familiar with, and are receiving services and invoices from the EarthLink Business or EarthLink Carrier brand, the *pro forma* intra-company changes will not result in customer confusion. Moreover, the rates, terms and conditions of their services will not change as a result of these purely intra-company changes.

Finally, all of EarthLink's subsidiaries, including the Parties, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers.

* * * * *

An original and fifteen (15) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel for the Parties

LIST OF EXHIBITS

| | |
|-----------|--|
| Exhibit A | Current Corporate Organization of EarthLink |
| Exhibit B | Proposed Corporate Organization of EarthLink |
| Exhibit C | Corporate Organization of the SC Certificated Entities Before and After the <i>Pro Forma</i> Intra-Company Changes |
| Exhibit D | DeltaCom Conversion Documents, Authority to Transact Business in South Carolina and Registration of Trade Name |
| Exhibit E | IFN Conversion and Name Change Documents and Authority to Transact Business in South Carolina |
| Exhibit F | New Edge Conversion and Name Change Documents and Authority to Transact Business in South Carolina |

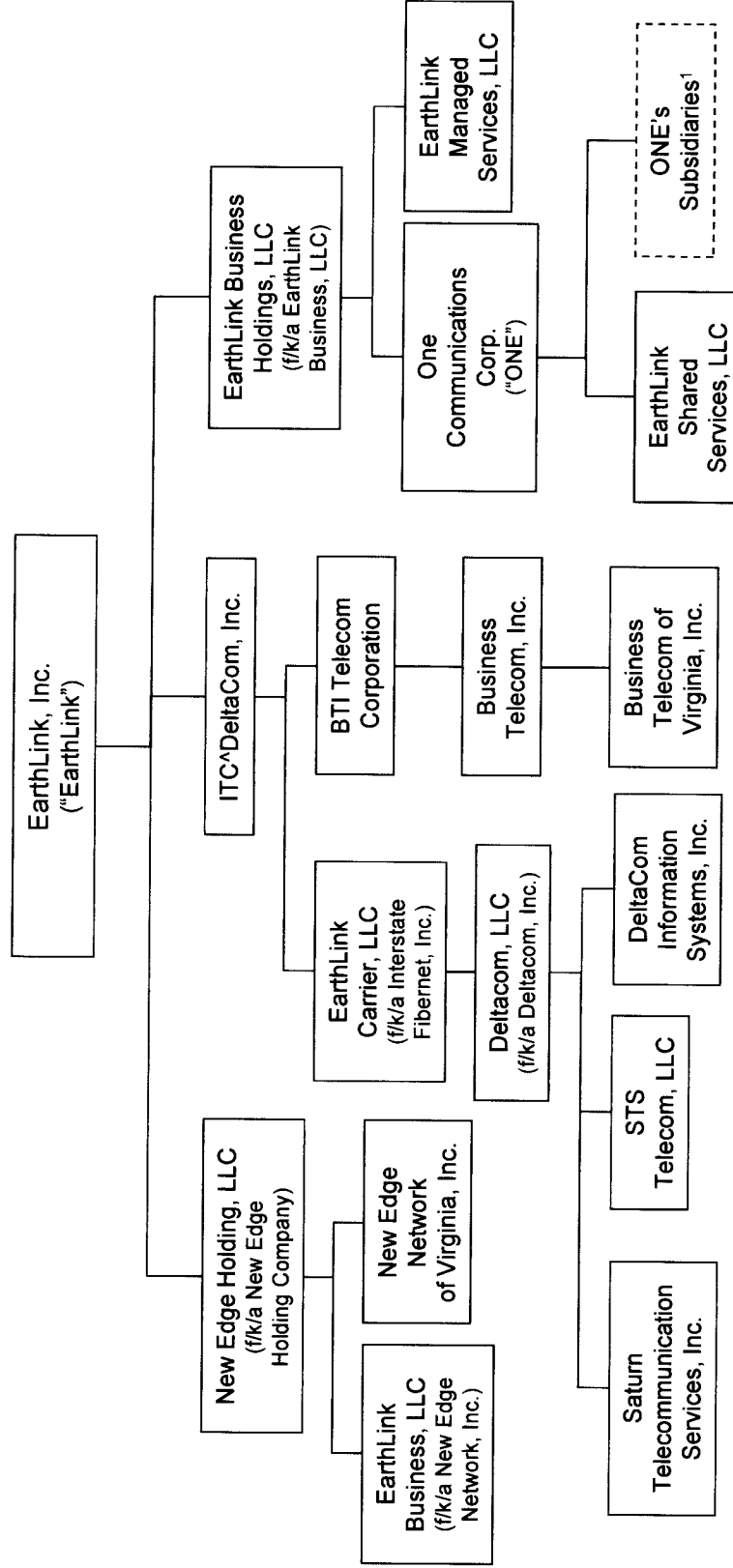
VERIFICATION

EXHIBIT A

Current Corporate Organization of EarthLink

EXHIBIT A

Current Corporate Organization of EarthLink



¹ See the chart labeled "Current Corporate Organization of ONE's Subsidiaries".

Current Corporate Organization of ONE's Subsidiaries*

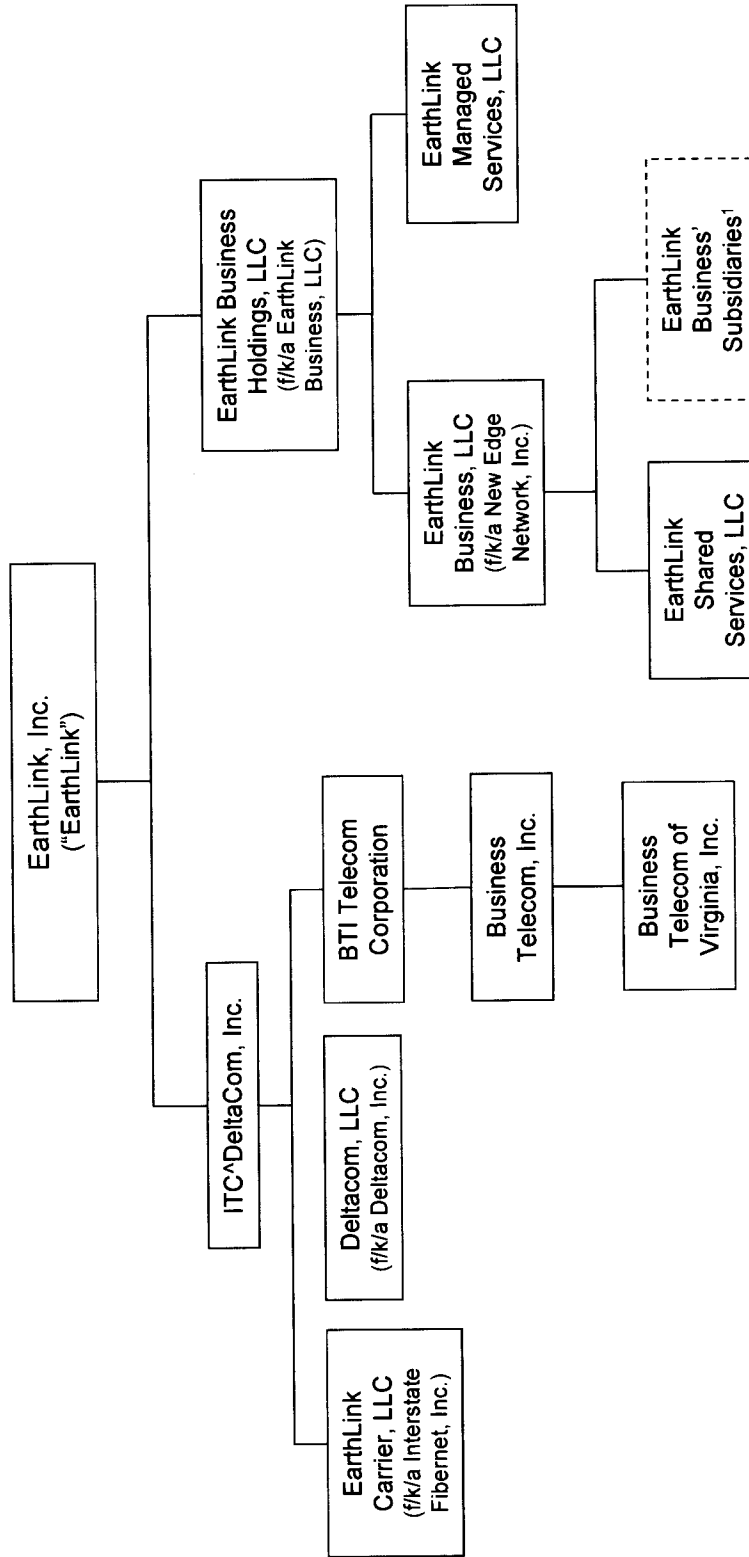


EXHIBIT B

Proposed Corporate Organization of EarthLink

EXHIBIT B

Proposed Corporate Organization of EarthLink



¹ See the chart labeled "Proposed Corporate Organization of EarthLink Business' Subsidiaries".

EXHIBIT B

Proposed Corporate Organization of EarthLink Business' Subsidiaries

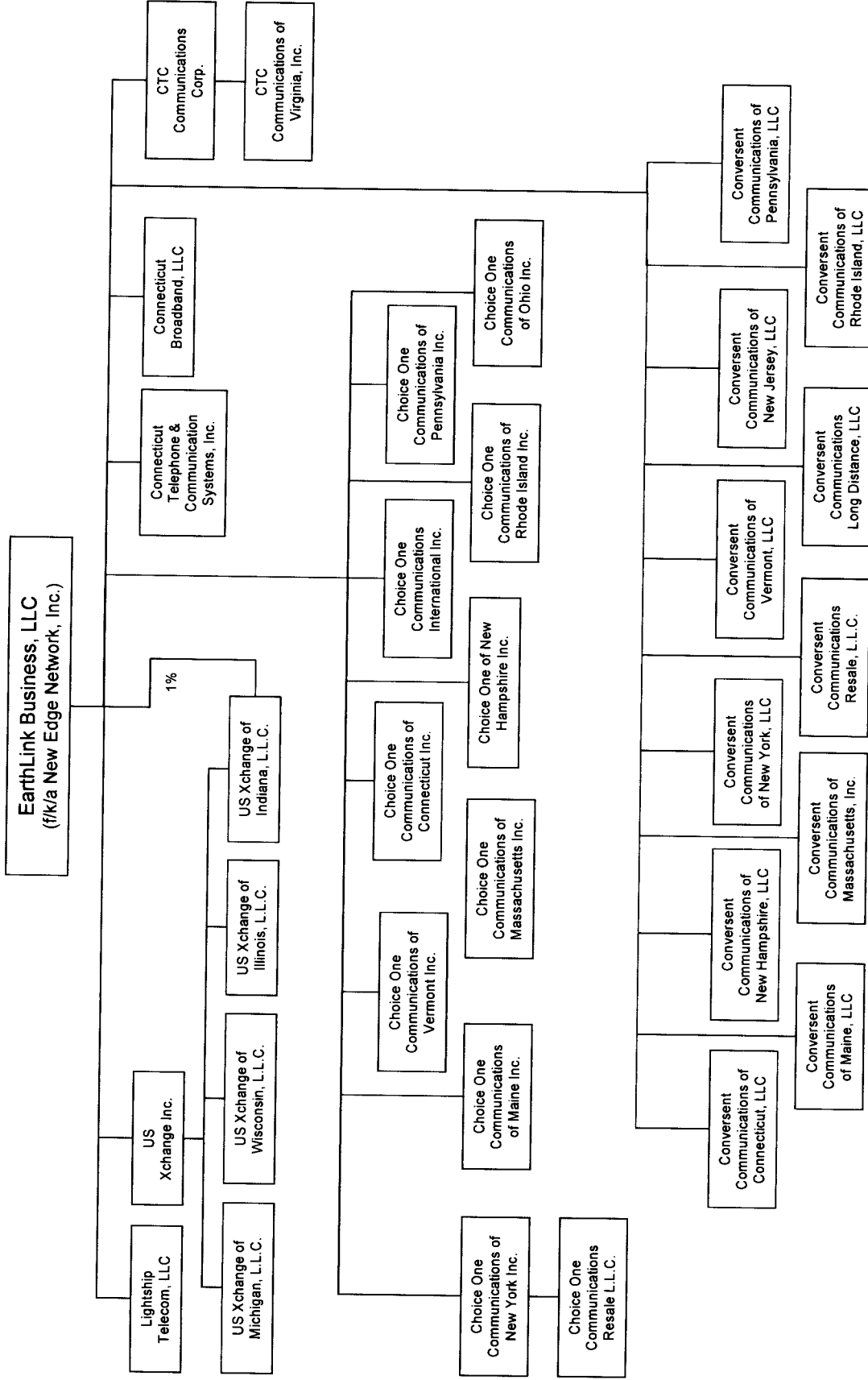


EXHIBIT C

**Corporate Organization of the SC Certificated Entities
Before and After the *Pro Forma* Intra-Company Changes**

EXHIBIT C

Current Corporate Organization of the SC Certificated Entities

* The entities listed herein only include the SC Certificated Entities and their parent companies.

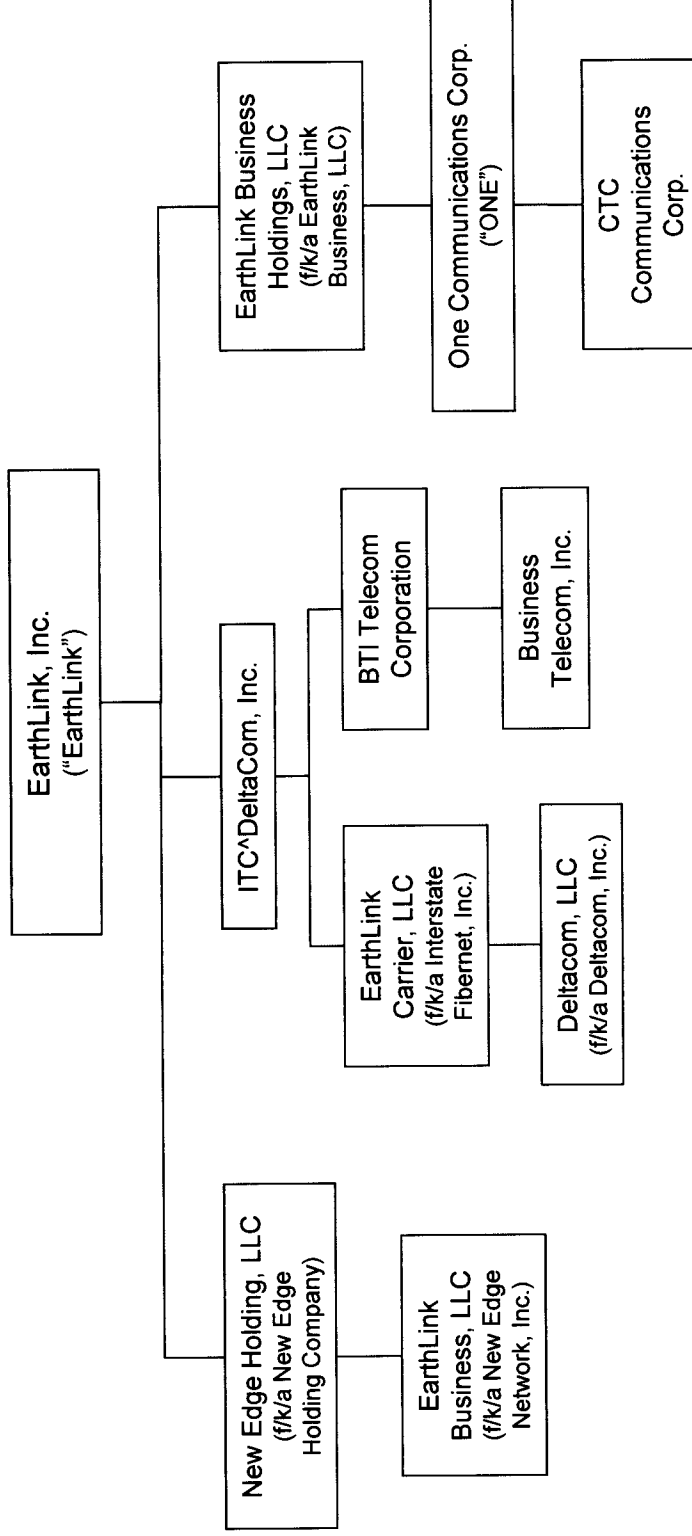


EXHIBIT C

Proposed Corporate Organization of the SC Certificated Entities

* The entities listed herein only include the SC Certificated Entities and their parent companies.

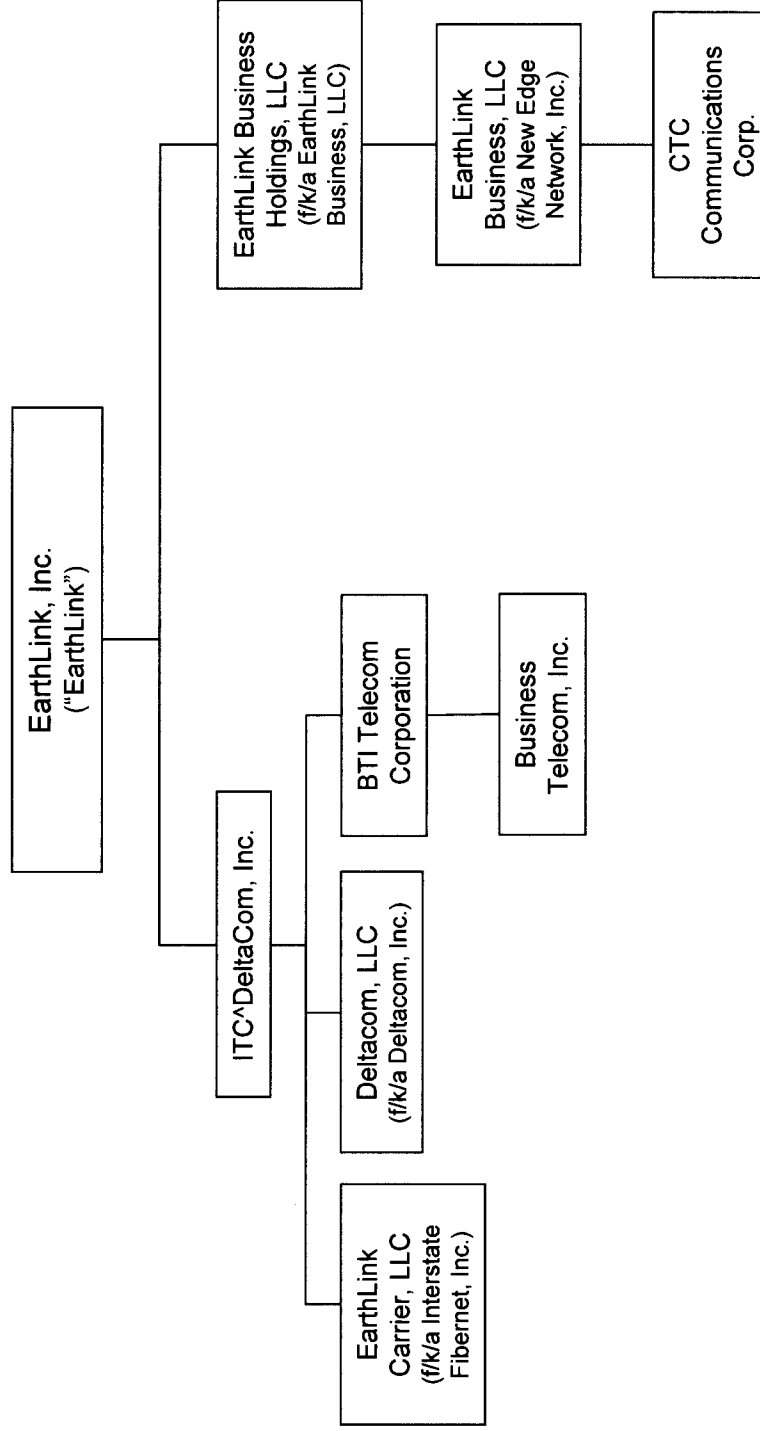
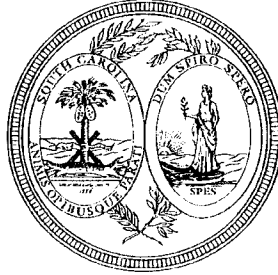


EXHIBIT D

**DeltaCom Conversion Documents,
Authority to Transact Business in South Carolina and Registration of Trade Name**

(PORTIONS TO BE FILED SEPARATELY UPON RECEIPT)

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

DELTACOM, LLC, A Limited Liability Company duly organized under the laws of the State of ALABAMA, and issued a certificate of authority to transact business in South Carolina on December 6th, 1991, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
7th day of November, 2012.


Mark Hammond, Secretary of State

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Conversion filed on behalf of DeltaCom,
LLC, as received and filed in the Office of the Secretary of State on 08/29/2012.



20121008000001130

In Testimony Whereof, I have hereunto set my
ha
Capitol, in the city of Montgomery, on this day.

10/08/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

Alabama
Sec. Of State

| | |
|---------------|-----------|
| Entity Change | D/C |
| 086-657 | |
| Date | 8/29/2012 |
| Time | 17:00 |
| 121005 | 5 Pg |
| File | \$25.00 |
| Ackn | \$1.00 |
| Exp | \$100.00 |
| Total | \$125.00 |
| 05/001 | |

**CERTIFICATE OF FORMATION
AND STATEMENT OF CONVERSION
OF
DELTACOM, LLC**

Marshall County, Alabama
2012 August -29 12:11PM
Inst Book Page Pages
J087862 \$140 44 1
ARTICLES OF ORGANIZATION
ARTICLES 50.00 INDEX FEE 1.00
PROBATE F 5.00
Total Fees 56.00
Via Mitchell Judge of Probate

For the purpose of converting an Alabama corporation to an Alabama limited liability company pursuant to the Alabama Business and Nonprofit Entity Code (the "Code") and, thereby, forming a limited liability company under the Alabama Limited Liability Company Law (the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is: DeltaCom, LLC and the address of the Company is 1375 Peachtree Street, Atlanta, GA 30309.

**ARTICLE II
STATEMENT OF CONVERSION**

The Company was converted from an Alabama corporation. The former name of the Company was DeltaCom, Inc. which was formed on April 7, 1982; and the address of DeltaCom, Inc. was 4092 S. Memorial Parkway, Huntsville, AL 35802. Articles of Incorporation of DeltaCom, Inc., as well as Articles of Dissolution filed in connection with the conversion of the Company, are both filed in the office of the Judge of Probate of Marshall County, Alabama. The conversion of the Company from a corporation to a limited liability company was approved pursuant to Section 10-1-8.01 of the Code.

**ARTICLE III
EFFECTIVE DATE**

The organization of the Company, and the conversion of the DeltaCom, Inc. into the Company is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE V
PURPOSE**

The purposes, objects and powers of the Company are to engage in any lawful business for which limited liability companies may be organized in Alabama under the Act. Without limiting the scope and generality of the foregoing, the purposes, objects and powers of the Company shall include operating as a resale common carrier.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial registered office of the Company is 150 S. Perry Street, Montgomery, AL 36104. The initial registered agent at such address is National Registered Agents Inc.

| | | | |
|---------------|---------------|----------|-----------|
| Alabama | Entity Change | D/C | |
| Sec. Of State | 006-697 | Date | 8/29/2012 |
| | Time | 17:00 | |
| | 121005 | 5 Pg | |
| | File | \$25.00 | |
| | Ackn | \$0.00 | |
| | Exp | \$100.00 | |
| | Total | \$125.00 | |
| | | 05/001 | |

ARTICLE VII INITIAL MEMBER

The name and mailing address of the initial member of the Company (the "Member") are as follows:

InterState FiberNet, Inc.
1375 Peachtree Street
Atlanta, Georgia 30309

ARTICLE VIII ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to the Member may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the member by its vote shall determine, or a transferee of the Member's membership interest or any portion thereof as approved by the member by its vote, subject to the terms and conditions of these Articles and the operating agreement of the Company.

ARTICLE IX CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion or dissolution of any Member the remaining Member or Members, if any, shall automatically continue the business of the Company, except as provided in the operating agreement of the Company.

ARTICLE X MANAGEMENT

The Company is managed by its Member.

ARTICLE XI INTERNAL AFFAIRS

The operating agreement of the Company shall be executed by each Member of the Company and the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The operating agreement of the Company may include, without limitation, provisions regarding members, Company capital, allocations, distributions, management of the Company, transfers of interest, dissolution, accounting and records, the tax matters partner and indemnification.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned Member has executed this certificate this 27 day
of August, 2012.

INTERSTATE FIBERNET, INC.

By: Samuel R. DeSimone, Jr.
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary

20081443v1

Alabama
Sec. Of State

Entity Change
086-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg

File \$25.00
Ackn \$.00
Exp \$100.00

Total \$125.00
05/001

**ARTICLES OF DISSOLUTION
AND STATEMENT OF CONVERSION
OF
DELTACOM, INC.**

Marshall County, Alabama
2012 August -29 12:09PM
Ingt Book Page Pages
3007061 5168 64 2
ARTICLES OF DISSOLUTION
DISSOLUTION 50.00 INDEX FEE 1.00
PROBATE F 5.00
Total Fees 56.00
Tia Mitchell Judge of Probate

For the purpose of converting an Alabama corporation to an Alabama limited liability company pursuant to the Alabama Business and Nonprofit Entity Code (the "Code") and, thereby, dissolving a corporation under the Alabama Business Corporation Law (the "Act"), the undersigned does hereby sign and adopt these Articles of Dissolution.

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is: DeltaCom, Inc.

**ARTICLE II
STATEMENT OF CONVERSION**

The Corporation was converted to an Alabama limited liability company. The name of the entity to which the Corporation is converted is DeltaCom, LLC. The Articles of Organization filed in connection with the conversion of the Corporation are being filed in the office of the Judge of Probate of Marshall County, Alabama.

**ARTICLE III
EFFECTIVE DATE**

The dissolution of the Corporation, and the conversion of the Corporation into DeltaCom, LLC is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV
AUTHORIZATION OF DISSOLUTION AND CONVERSION**

The conversion of the Corporation into a limited liability company and, thereby, the dissolution of the Corporation was approved unanimously by the board of directors and the sole shareholder of the Company by written consent in accordance with the Act and the Code, as applicable, on August 27, 2012.

[Signature Page to Follow]

20081438v1

Alabama
Sec. Of State
Entity Change
086-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg
File \$25.00
Ackn \$.00
Exp \$100.00
Total \$125.00
05/001

IN WITNESS WHEREOF, the undersigned has executed this certificate this 27 day of August, 2012.

DELTACOM, INC.

By: Samuel R. DeSimone, Jr.
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary

20081438v1

Alabama
Sec. Of State

Entity Change
086-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg

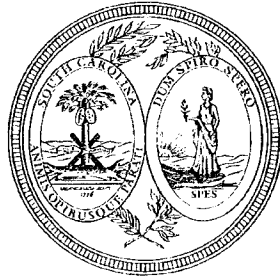
File \$25.00
Ackn \$.00
Exp \$100.00

Total \$125.00
05/001

EXHIBIT E

**IFN Conversion and Name Change Documents and
Authority to Transact Business in South Carolina**

The State of South Carolina



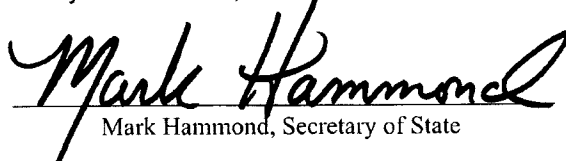
Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

EARTHLINK CARRIER, LLC, A Limited Liability Company duly organized under the laws of the State of DELAWARE, and issued a certificate of authority to transact business in South Carolina on August 10th, 1994, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
16th day of October, 2012.


Mark Hammond, Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "INTERSTATE FIBERNET, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "INTERSTATE FIBERNET, INC." TO "EARTHLINK CARRIER, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 2:19 O'CLOCK P.M.

2284010 8100V

121095585

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9891526

DATE: 10-03-12

**CERTIFICATE OF CONVERSION
OF
INTERSTATE FIBERNET, INC.**


This Certificate of Conversion of **INTERSTATE FIBERNET, INC.**, a Delaware corporation (the "Corporation"), dated this 3rd day of October, 2012 is being duly executed and filed on behalf of the Corporation by an authorized person, to convert the Corporation to a limited liability company under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6 §18-214*) and the Delaware General Corporation Law.

1. The name of the Corporation is InterState FiberNet, Inc., a Delaware corporation.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 6, 1992.
3. The name of the limited liability company into which the Corporation shall be converted is "EarthLink Carrier, LLC" as set forth in its Certificate of Formation.
4. The conversion of the Corporation shall be effective upon the filing of this Certificate of Conversion.

[Signatures Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

INTERSTATE FIBERNET, INC.

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EARTHLINK CARRIER, LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 2:19 O'CLOCK P.M.



2284010 8100V

121095585

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9891526

DATE: 10-03-12


State of Delaware
Secretary of State
Division of Corporations
Delivered 02:22 PM 10/03/2012
FILED 02:19 PM 10/03/2012
SRV 121095585 - 2284010 FILE

**CERTIFICATE OF FORMATION
OF
EARTHLINK CARRIER, LLC**

1. The name of the limited liability company is EarthLink Carrier, LLC.
2. The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.
3. This Certificate of Formation shall be effective upon its filing.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EarthLink Carrier, LLC, this 3rd day of October, 2012.

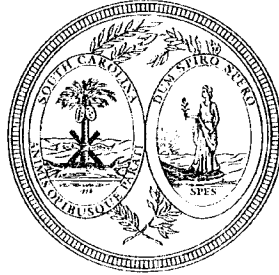


Samuel R. DeSimone, an Authorized Person

EXHIBIT F

**New Edge Conversion and Name Change Documents and
Authority to Transact Business in South Carolina**

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

EARTHLINK BUSINESS, LLC, A Limited Liability Company duly organized under the laws of the State of DELAWARE, and issued a certificate of authority to transact business in South Carolina on September 1st, 1999, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
3rd day of October, 2012.

A handwritten signature in cursive script that reads "Mark Hammond".
Mark Hammond, Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEW EDGE NETWORK, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEW EDGE NETWORK, INC." TO "EARTHLINK BUSINESS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.

3049857 8100V

120975544

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9808367

DATE: 08-28-12

**CERTIFICATE OF CONVERSION
OF
NEW EDGE NETWORK, INC.**

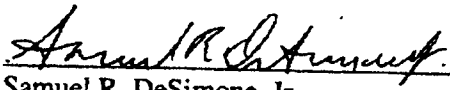
This Certificate of Conversion of **NEW EDGE NETWORK, INC.**, a Delaware corporation (the "Corporation"), dated this 27th day of August, 2012 is being duly executed and filed on behalf of the Corporation by an authorized person, to convert the Corporation to a limited liability company under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6 §18-214*) and the Delaware General Corporation Law.

1. The name of the Corporation is New Edge Network, Inc., a Delaware corporation.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 1, 1999.
3. The name of the limited liability company into which the Corporation shall be converted is "EarthLink Business, LLC" as set forth in its Certificate of Formation.
4. The conversion of the Corporation shall be effective upon the filing of this Certificate of Conversion.

[Signatures Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

NEW EDGE NETWORK, INC.

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary

Delaware

PAGE 2

The First State

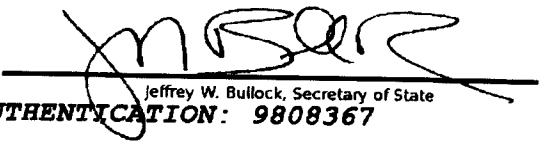
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EARTHLINK BUSINESS, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.



3049857 8100V

120975544

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9808367

DATE: 08-28-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:31 PM 08/27/2012
FILED 06:32 PM 08/27/2012
SRV 120975544 - 3049857 FILE

**CERTIFICATE OF FORMATION
OF
EARTHLINK BUSINESS, LLC**

1. The name of the limited liability company is EarthLink Business, LLC.
2. The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.
3. This Certificate of Formation shall be effective upon its filing.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EarthLink Business, LLC, this 27 day of August, 2012.

A handwritten signature in black ink, appearing to read "Samuel R. DeSimone", is written over a horizontal line.

Samuel R. DeSimone, an Authorized Person

VERIFICATION

VERIFICATION

COMMONWEALTH OF MASSACHUSETTS

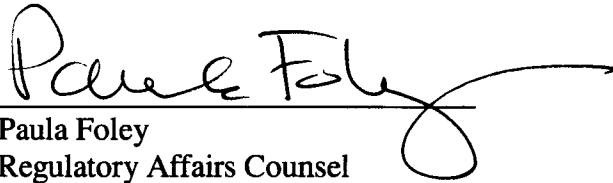
§

COUNTY OF MIDDLESEX

§

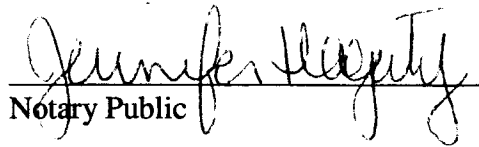
§

I, Paula Foley, state that I am Regulatory Affairs Counsel of EarthLink, Inc. and its subsidiaries in the foregoing filing (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.



Paula Foley
Regulatory Affairs Counsel
EarthLink, Inc.

SWORN TO AND SUBSCRIBED before me on the 17 day of September, 2012.


Notary Public

My commission expires: 12/07/18

RECEIVED
2012 DEC 14 AM 10:09
SC PUBLIC SERVICE
COMMISSION